

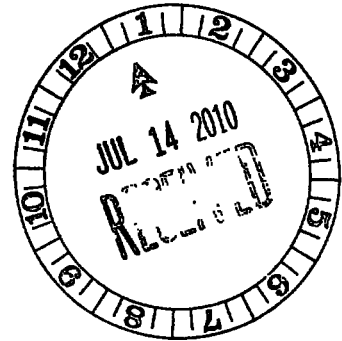
LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LASALLE STREET - SUITE 1890
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mcfarland@aol.com

THOMAS F. MCFARLAND

July 13, 2010

By UPS overnight mail

Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024



227432

Re: Finance Docket No. 35392, *Gregory B. Cundiff, Connie Cundiff, CGX, Inc., and Ironhorse Resources, Inc. -- Continuance in Control Exemption -- Gardendale Railroad, Inc.*

Dear Ms. Brown:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1180.2(d)(2) for filing with the Board in the above referenced matter.

Also enclosed is a check in the amount of \$1,300 for the filing fee.

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicants

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FILED
JUL 14 2010
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

227432

GREGORY B. CUNDIFF, CONNIE)
CUNDIFF, CGX, INC., AND)
IRONHORSE RESOURCES, INC. --) FINANCE DOCKET
CONTINUANCE IN CONTROL) NO. 35392
EXEMPTION -- GARDENDALE)
RAILROAD, INC.)

VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)

GREGORY B. CUNDIFF
1247 Rutherford Ridge
O'Fallon, IL 62269

CONNIE CUNDIFF
1247 Rutherford Ridge
O'Fallon, IL 62269

CGX, INC.
P.O. Box 99
102 Willow Drive
O'Fallon, IL 62269

IRONHORSE RESOURCES, INC.
P.O. Box 99
102 Willow Drive
O'Fallon, IL 62269

ENTERED
Office of Proceedings

JUL 14 2010

Part of
Public Record

Applicants

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1194
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(312) 201-9695 (fax)
mcfarland@aol.com

Attorney for Applicants

Date Filed: July 14, 2010

SURFACE
TRANSPORTATION BOARD

JUL 14 2010

FILE RECEIVED

FILED

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SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

GREGORY B. CUNDIFF, CONNIE)	
CUNDIFF, CGX, INC., AND)	
IRONHORSE RESOURCES, INC. --)	FINANCE DOCKET
CONTINUANCE IN CONTROL)	NO. 35392
EXEMPTION --GARDENDALE)	
RAILROAD, INC.)	

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1180.2(d)(2)**

Pursuant to the class exemption at 49 C.F.R. § 1180.2(d)(2), GREGORY B. CUNDIFF (Mr. Cundiff), CONNIE CUNDIFF (Mrs. Cundiff), CGX, Inc. (CGX) and IRONHORSE RESOURCES, INC. (Ironhorse) hereby provide this verified notice of exemption from 49 U.S.C. § 11323 for their continuance in control of GARDENDALE RAILROAD, INC. (GRI) upon GRI becoming rail carrier.

INFORMATION REQUIRED BY 49 C.F.R. § 1180.6(a)(1)

(1) A description of the proposed transaction, including appropriate references to any supporting exhibits and statements contained in the application and discussing the following:
(i) A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

The proposed transaction is continuance in control of GRI by Mr. and Mrs. Cundiff, CGX and Ironhorse upon GRI becoming a rail carrier. GRI has concurrently filed a notice of exemption under 49 C.F.R. § 1150.31 for GRI to operate 1.86 miles of rail line between Milepost Nos. 107.0 and 105.14 at or near Gardendale, LaSalle County, Texas. Finance Docket No. 35391, *Gardendale Railroad, Inc. -- Operation Exemption -- Rail Line of Border Transload &*

Transfer, Inc. at Gardendale, LaSalle County, TX. The parties intend to consummate that transaction no sooner than 30 days after filing that notice of exemption.

CGX is a noncarrier holding company. CGX owns Ironhorse, a noncarrier holding company. CGX is owned by Mr. and Mrs. Cundiff, noncarrier individuals.

CGX and Ironhorse own the following rail carriers:

<u>Rail Carriers</u>	<u>Owner</u>
Crystal City Railroad, Inc.	CGX
Lone Star Railroad, Inc.	CGX
Rio Valley Railroad, Inc.	CGX
Mississippi Tennessee Holdings, Inc.	CGX
Mississippi Tennessee Railroad, Inc.	Ironhorse
Railroad Switching Service of Missouri	Ironhorse
Texas Railroad Switching, Inc.	Ironhorse
Rio Valley Switching Company	Ironhorse
Southern Switching Company	Ironhorse
Gardendale Railroad, Inc.	Ironhorse

Applicants hereby certify that (1) the properties to be operated by GRI and the properties operated by the rail carriers listed above do not connect with each other; (2) the proposed continuance in control is not part of a series of anticipated transactions that would connect the carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier. Therefore, pursuant to 49 C.F.R. § 1180.2(d)(2), the proposed transaction is exempt from the prior approval requirements of 49 U.S.C. § 11323.

Applicants are Gregory B. Cundiff, 1247 Rutherford Ridge, O'Fallon, IL 62269, Connie Cundiff, 1247 Rutherford Ridge, O'Fallon, IL 62269, CGX, Inc., P.O. Box 99, 102 Willow Drive, O'Fallon, IL 62269 and Ironhorse Resources, Inc., P.O. Box 99, 102 Willow Drive, O'Fallon, IL 62269.

Applicants' counsel to whom questions may be addressed regarding the proposed transaction is Thomas F. McFarland, Thomas F. McFarland, P.C. 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, ph (312) 236-0204, fax (312) 201-9695, mcfarland@aol.com.

(ii) The proposed time schedule for consummation of the proposed transaction.

The proposed transaction is scheduled to be consummated no sooner than 30 days after the filing of this notice of exemption.

(iii) The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.

The purpose sought to be accomplished by the proposed transaction is achievement of operating efficiency and economy.

(5) A list of the State(s) in which any part of the property of each applicant carrier is situated.

Applicants are not carriers. Applicants control carriers. GRI operates solely in Texas.

(6) Map (exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed. If a geographically limited transaction is proposed, a map detailing the transaction should also be included. In addition to the map accompanying each application, 20 unbound copies of the map shall be filed with the Board.

Attached to this notice as Appendix 1 is the required map.

(7)(ii) Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. In addition, parties to exempt trackage rights agreements and renewal of agreements described at Sec. 1180.2(d)(7) must submit one copy of the executed agreement or renewal agreement with the notice of exemption, or within 10 days of the date that the agreement is executed, whichever is later.

No written contract bears on the proposed transaction.

(g)(1)(i) Indicate the level of labor protection to be imposed.

The level of labor protection to be imposed is that set forth in *New York Dock Ry. -- Control -- Brooklyn Eastern District*, 360 ICC 60 (1979).

VERIFICATION

Attached to this notice as Appendix 2 is a verification of the statements made in this notice.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2), no environmental documentation or report is required for the proposed transactions. Pursuant to 49 C.F.R. § 1105.8(b)(2), no historic documentation or report is required for the proposed transaction.

CAPTION SUMMARY

Attached to this notice as Appendix 3 is the required caption summary.

CONCLUSION

WHEREFORE, the Board should publish this notice of exemption in the *Federal Register* within 16 days of its filing.

Respectfully submitted,

GREGORY B. CUNDIFF
1247 Rutherford Ridge
O'Fallon, IL 62269

CONNIE CUNDIFF
1247 Rutherford Ridge
O'Fallon, IL 62269

CGX, INC.
P.O. Box 99
102 Willow Drive
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IRONHORSE RESOURCES, INC.
P.O. Box 99
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Applicants

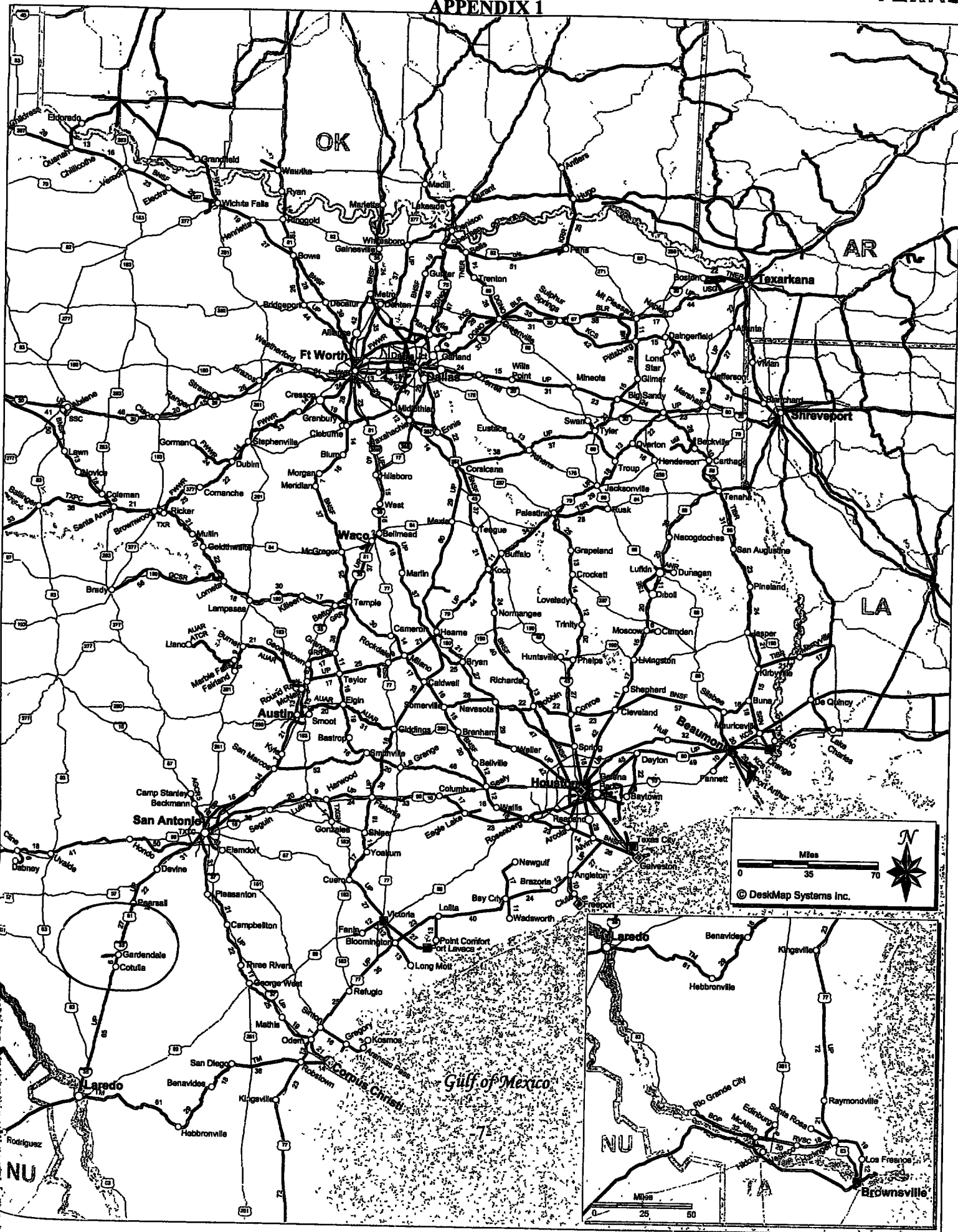
Thomas F. McFarland

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1194
(312) 236-0204

Attorney for Applicants

Date Filed: July 14, 2010

APPENDIX 1



VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the foregoing notice, that he knows the contents thereof, and that the facts therein stated are true and correct.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 13th
day of July, 2010

Kathleen Lenihan
Notary Public

My commission expires: 2/5/2014

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 35392)

**GREGORY B. CUNDIFF, CONNIE CUNDIFF, CGX, INC.
AND IRONHORSE RESOURCES, INC. -- CONTINUANCE
IN CONTROL EXEMPTION -- GARDENDALE RAILROAD, INC. (GRI)**

Gregory B. Cundiff (Mr. Cundiff), Connie Cundiff (Mrs. Cundiff), CGX, Inc. (CGX) and Ironhorse Resources, Inc. (Ironhorse) have filed a verified notice of exemption from 49 U.S.C. § 11323 for their continuance in control of Gardendale Railroad, Inc. (GRI) upon GRI becoming a rail carrier. GRI has concurrently filed a notice of exemption under 49 C.F.R. § 1150.31 for GRI's operation of 1.86 miles of rail line between Milepost Nos. 107.0 and 105.14 at or near Gardendale, LaSalle County, Texas. Finance Docket No. 35391. The parties intend to consummate that transaction no sooner than 30 days after filing of that notice of exemption.

GRI is owned by Ironhorse, a noncarrier holding company. Ironhorse is owned by CGX, a noncarrier holding company. CGX is owned by Mr. and Mrs. Cundiff, individuals who are noncarriers. CGX owns the following rail carriers: Crystal City Railroad, Inc.; Lone Star Railroad, Inc.; Rio Valley Railroad, Inc.; and Mississippi Tennessee Holdings, LLC. Ironhorse owns the following rail carriers: Railroad Switching Service of Missouri; Texas Railroad Switching, Inc.; Rio Valley Switching Company; Southern Switching Company; Mississippi Tennessee Railroad, LLC; and Gardendale Railroad, Inc.

The proposed continuance in control is exempt from the prior approval requirements of 49 U.S.C. § 11323 by virtue of 49 C.F.R. § 1180.2(d)(2) because Mr. & Mrs. Cundiff, CGX and Ironhorse have certified that (1) the properties operated by GRI and the rail carriers identified above do not connect with each other; (2) the continuance in control is not part of a series of anticipated transactions that would connect those carriers with each other or any railroad in their corporate family; and (3) the transaction does not involve a Class I carrier.

As a condition to use of the exemption, any employees affected by the transaction will be protected by the conditions set forth in *New York Dock Ry. -- Control -- Brooklyn Eastern Dist.*, 360 ICC 60 (1979).

Petitions to revoke the exemption under 49 U.S.C. § 10502(d) can be filed at any time. The filing of a petition to revoke will not automatically stay the proposed transaction. If the notice of exemption contains false or misleading information the exemption is void *ab initio*. Any petitions to revoke filed with the Board must be served on Applicants' representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, ph (312) 236-0204, fax (312) 201-9695, mcfarland@aol.com.

(SEAL)

By the Board